

Name of the Company: **Blue Dart Express Limited**

Quarter ended on: March 31, 2019

I.		Composition of Board of Directors							
Title	Name of the Director	DIN	Category	Appointment/Cessation		Tenure (in years)	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee( s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
				Date of Appointment	Date of Cessation				
Mr.	Sharad Upasani	01739334	Chairperson -Independent-Non -Executive	July 23, 2014*	-	5 years	2	3	1
Mr.	Anil Khanna	01334483	Executive	February 21,2007**	January 23, 2019	-	1	0	0
Mr.	Malcolm Monteiro	00089757	Non Independent - Non Executive	March 13, 2006	-	-	2	3	1
Ms.	Tulsi N. Mirchandaney	01842520	Non Independent - Non Executive	October 17, 2017***	-	-	1	0	0
Mr.	Narendra Sarda	03480129	Independent-Non -Executive	March 28, 2017****	-	5 years	2	2	0
Mr.	Air Marshal M. McMahon (Retd.)	00234293	Independent-Non -Executive	February 10, 2017*****	-	5 years	1	1	0
Ms.	Kavita Nair	07771200	Independent-Non -Executive	March 26, 2019*****	-	2 years 6 months	1	0	0
Mr.	Kenneth Allen	08376337	Additional Director	March 11, 2019	-	-	1	0	0
Mr.	R.S.Subramanian	02946608	Additional Director	March 27, 2019	-	-	1	0	0



\* Mr. Sharad Upasani has been originally appointed as Independent Director w.e.f December 21, 2007. He was appointed as Independent Director at the Annual General Meeting held on July 23, 2014 under new provisions of Companies Act, 2013 and SEBI Circular dated April 17, 2014. Mr. Upasani has been re-appointed at the Annual General meeting of the Company held on July 31, 2018 for another term of 5 years commencing from July 23, 2019 till July 22, 2024

\*\* Mr. Anil Khanna was re-appointed as a Managing Director for a period of three years with effect from February 21, 2018 to February 20, 2021. He resigned as Managing Director and from all other official positions on January 23, 2019. Thereafter he was appointed as an Additional Director of the Company w.e.f January 23, 2019 and resigned as an Additional Director w.e.f. March 12, 2019.

\*\*\* Mrs. Tulsi N. Mirchandaney who was appointed as an Additional Director with effect from October 17, 2017 has been regularised as Director of the Company in the Annual General Meeting of the Company held on July 31, 2018.

\*\*\*\* Mr. Narendra Sarda, who was originally appointed as Independent Director w.e.f March 28, 2015 was re-appointed as Independent Director w.e.f March 28, 2017 following postal ballot compliance procedure on February 10, 2017.

\*\*\*\*\* Air Marshal M. McMahon was appointed as Independent Director w.e.f February 10, 2017 vide following postal ballot compliance procedure on February 10, 2017.

\*\*\*\*\* Ms. Kavita Nair has been appointed as Independent Director w.e.f March 26, 2019 vide following postal ballot compliance procedure on March 22, 2019.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. Sharad Upasani 2. Mr. Malcolm Monteiro 3. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive Member - Non Independent - Non Executive Member - Independent - Non Executive
2. Nomination & Remuneration Committee	1. Mr. Narendra Sarda 2. Mr. Sharad Upasani 3. Mr. Malcolm Monteiro	Chairperson - Independent - Non - Executive Member - Independent - Non - Executive Member - Non Independent - Non Executive
3. Risk Management Committee	1. Mr. Narendra Sarda 2. Mr. Sharad Upasani 3. Mr. Anil Khanna* 4. Mr. Malcolm Monteiro	Chairperson - Independent - Non - Executive Member - Independent- Non – Executive Member (Managing Director) Member- Non Independent - Non – Executive



	<p>5. Mr. Aneel Gambhir</p> <p>6. Mr. Tushar Gunderia</p> <p>7. Ms. Sonali Raut**</p> <p>8. Air Marshal M. McMahon (Retd.)***</p> <p>9. Balfour Manuel****</p> <p>* Mr. Anil Khanna ceased to be a member w.e.f. January 23, 2019</p> <p>** Ms. Sonali Raut ceased to be a member w.e.f. January 08, 2019</p> <p>*** Air Marshal M. McMahon was inducted as a member w.e.f. January 30, 2019</p> <p>**** Mr. Balfour Manuel was inducted as a Member w.e.f. January 30, 2019</p>	<p>Member (CFO)</p> <p>Member (Company Secretary &amp; Head – Legal &amp; Compliance)</p> <p>Member (Head – Internal Audit)</p> <p>Member - Independent - Non – Executive</p> <p>Member (CEO)</p>
4. Stakeholders Relationship Committee	<p>1. Mr. Malcolm Monteiro</p> <p>2. Mr. Anil Khanna*</p> <p>3. Mr. Sharad Upasani**</p> <p>4. Air Marshal M. McMahon (Retd.)***</p> <p>* Mr. Anil Khanna ceased to be a member w.e.f. January 23, 2019</p> <p>** Mr. Sharad Upasani was inducted as a member w.e.f. January 30, 2019</p> <p>*** Air Marshal M. McMahon was inducted as a member w.e.f. March 28, 2019</p>	<p>Chairperson - Non Independent - Non – Executive</p> <p>Member (Managing Director)</p> <p>Member - Independent- Non – Executive</p> <p>Member - Independent- Non – Executive</p>
5. Corporate Social Responsibility Committee	<p>1. Sharad Upasani</p> <p>2. Anil Khanna*</p> <p>3. Malcolm Monteiro</p> <p>4. Ms. Tulsi Mirchandaney**</p> <p>* Mr. Anil Khanna ceased to be a member w.e.f. January 23, 2019</p> <p>** Ms. Tulsi Mirchandaney was inducted as a member w.e.f. January 30, 2019</p>	<p>Chairperson - Independent - Non – Executive</p> <p>Member (Managing Director)</p> <p>Member- Non Independent - Non – Executive</p> <p>Member- Non Independent - Non – Executive</p>



III. Meetings of Board of Directors			
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive meetings (in number of days)
October 31, 2018	January 23, 2019 January 30, 2019		83
IV. Meetings of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee – January 30, 2019	Yes (All the members were present)	October 31, 2018	83
Audit Committee with the Members of the Senior Management – January 30, 2019	Yes (All the members were present)	Nil	-
Nomination & Remuneration Committee – January 14, 2019 January 18, 2019 January 23, 2019 January 30, 2019	Yes (All the members were present)	October 31, 2018 December 05, 2018	-
Risk Management Committee – January 30, 2019	Yes (All the members were present)	October 31, 2018	-
CSR Committee- January 30, 2019	Yes (All the members were present)	October 31, 2018	-
Stakeholders Relationship Committee -  January 09, 2019  January 22, 2019  February 06, 2019  February 20, 2019  February 27, 2019  March 06, 2019  March 20, 2019  March 27, 2019	Yes (All the members were present for all the Meetings)	October 03, 2018  October 17, 2018  October 24, 2018  November 06, 2018  November 21, 2018  November 28, 2018  December 12, 2018  December 26, 2018	-



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ul style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration committee</li><li>c. Stakeholders Relationship Committee</li><li>d. Risk Management Committee</li></ul>	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and above Committees were conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This Report shall be placed before Board of Directors at its ensuing Board Meeting.	Yes

For Blue Dart Express Limited

Tushar Gunderia  
Company Secretary &  
Head – Legal & Compliance



Name of the Company: **Blue Dart Express Limited**

Year ended on: March 31, 2019

I. Disclosure on website in terms of Listing Regulations	Compliance status
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	Yes - The same has been disclosed in the Annual Report and is posted on the website viz; <a href="http://www.bluedart.com">www.bluedart.com</a>
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material Subsidiaries'	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.



<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.



Composition of Board of Directors of unlisted Material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

### **III. Affirmations**

The Listed Entity has approved Material Subsidiary Policy and complied with the Corporate Governance requirements with respect to subsidiary of Listed Entity.

**For Blue Dart Express Limited**

**Tushar Gunderia**  
**Company Secretary &**  
**Head – Legal & Compliance**

